

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

<b>In Re:</b>  <b>LEHMAN BROTHERS HOLDINGS, INC., <i>et al.</i>,</b>  Debtors.	  Chapter 11  Case No.: 08-13555  (Jointly Administered)
<b>In Re:</b>  <b>LEHMAN BROTHERS SPECIAL FINANCING, INC.</b>  Debtor.	  Chapter 11  Case No.: 08-13888  (Jointly Administered)

**NOTICE OF TRANSFER OF CLAIM PURSUANT TO FED. R. BANKR. P. 3001(e)**

PLEASE TAKE NOTICE that all right, title and interest in and to the claim described below has been transferred:

1. Person or entity to whom the claim has been transferred ("Substitute Creditor"):  
  
Name: Värde Investment Partners, L.P.  
Telephone Number: (952) 893-1554  
Address: 8500 Normandale Lake Blvd., Suite 1500, Minneapolis, MN 55437
2. Type of Claim:    ☐ Secured        ☐ Priority        ☒ General Unsecured
3. Amount of Claim: \$9,881,311.84
4. Date of Filing Proof of Claim: June 24, 2009
5. Claims Docket Number: 4985
6. Date of Transfer of Claim: July 2, 2009

7. Person or entity who filed the claim ("Original Creditor"):

Name: The Seaport Group LLC, Attn: Jon Silverman  
Telephone Number: (212) 616-7713  
Address: 360 Madison Avenue, New York, NY 10017

8. Attorney (if any) for Original Creditor, as set forth on Proof of Claim:

Name: Jon Silverman  
Telephone Number: (212) 616-7713  
Address: 360 Madison Avenue, New York, NY 10017

9. A true and correct copy of the Proof of Claim originally filed is attached hereto as

**Exhibit A.** True and correct copies of the documents evidencing the transfer of the claim are attached as **Exhibit B.**

10. The Original Creditor has waived its rights, pursuant to Rule 3001 of the Bankruptcy Rules, to receive from the Clerk of the Court notice of filing or right to a hearing as may be imposed by Rule 3001 of the Bankruptcy Rules.

Dated the 21st day of September, 2009.

/s/ Shawn R. Fox

Shawn R. Fox  
MCGUIREWOODS, LLP  
1345 Avenue of the Americas, 7<sup>th</sup> Floor  
New York, NY 10105  
Telephone: 212.548.2100  
Facsimile: 212.548.2150  
E-mail: [sfox@mcguirewoods.com](mailto:sfox@mcguirewoods.com)  
*Attorneys for Värde Investment Partners, L.P.*

# **EXHIBIT A**

B 10 (Official Form 10) (12/08)	
UNITED STATES BANKRUPTCY COURT	PROOF OF CLAIM
Name of Debtor: <u>Lehman Brothers Special Financing Inc.</u>	Case Number: <u>08-13888</u>
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.	
Name of Creditor (the person or other entity to whom the debtor owes money or property): <u>The Seaport Group LLC</u>	<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: <u>The Seaport Group LLC</u> <u>Attn: Jon Silverman</u> <u>360 Madison Avenue</u> <u>New York, NY 10017</u>	Court Claim Number: _____ (If known)
Telephone number: <u>212-616-7713</u>	Filed on: _____
Name and address where payment should be sent (if different from above):	<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
Telephone number:	<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: \$ <u>9,881,311.84</u>	5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.	Specify the priority of the claim.
If all or part of your claim is entitled to priority, complete item 5.	<input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.	<input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507 (a)(4).
2. Basis for Claim: <u>Termination Agreement</u> (See instruction #2 on reverse side.)	<input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).
3. Last four digits of any number by which creditor identifies debtor: _____	<input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7).
3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)	<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.	<input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)( ).
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other	Amount entitled to priority: \$ _____
Describe:	
Value of Property: \$ _____ Annual Interest Rate: %	
Amount of arrearage and other charges as of time case filed included in secured claim,	
if any: \$ _____ Basis for perfection: _____	
Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____	
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.	
7. Documents: Attach redacted copies of orders, invoices, itemized statements of n. You may also attach a summary. Attach a security interest. You may also attach a	
DO NOT SEND ORIGINAL DOCUMENTS FOR SCANNING.	
If the documents are not available, please explain:	
Date: <u>6/23/09</u>	
Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number. Do not sign from the notice address above. Attach copy of power of attorney, if any.	
<u>Jonathan Silverman</u> <u>Chief Legal Counsel</u>	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.	

FOR COURT USE ONLY

FILED / RECEIVED

JUN 24 2009

EPIC BANKRUPTCY SOLUTIONS, LLC

## **EXHIBIT B**

**EVIDENCE OF TRANSFER OF CLAIM**

**TO: THE DEBTOR AND THE BANKRUPTCY COURT**

For value received, the adequacy and sufficiency of which are hereby acknowledged, **THE SEAPORT GROUP LLC** ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to **VÄRDE INVESTMENT PARTNERS, L.P.** ("Assignee"), all of Assignor's right, title, interest, claims and causes of action in and to, or arising under or in connection with Assignor's claims set forth in Proof of Claim Number 4985 in an amount of \$9,881,311.84 (the "Assigned Claim"), against Lehman Brothers Special Financing, Inc. (the "Debtor"), the debtor-in-possession in Case No. 08-13888 (jointly administered under Case No. 08-13555) (the "Case") under Chapter 11 of the Bankruptcy Code (11 U.S.C. § 101 et. seq.) (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all other proofs of claim filed by Assignor with the Bankruptcy Court in respect of the Assigned Claim.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Assigned Claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim for all purposes, including, without limitation, voting and distribution purposes. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of the Assigned Claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on July 2, 2009.

**THE SEAPORT GROUP LLC**

By: 

Name of person signing

Title of person signing

**Jonathan Silverman**  
**Chief Legal Counsel**